Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Notes to interim consolidated financial statements

For the three-month and nine-month periods ended 30 September 2023

1. General information

1.1 Corporate information

Laguna Resorts & Hotels Public Company Limited (“the Company”, “LRH”) is a public company incorporated and domiciled in Thailand. Its major shareholder is Banyan Tree Assets (Thailand) Company Limited, which is incorporated in Thailand. The parent company of the Group is Banyan Tree Holdings Limited, which is incorporated in Singapore.

The Group is principally engaged in the hotel business and property development. There are four hotels in Laguna Phuket, namely Angsana Laguna Phuket, Banyan Tree Phuket, Cassia Phuket and Laguna Holiday Club Phuket Resort, located in Phuket province and one hotel, the Banyan Tree Bangkok, located in Bangkok. The subsidiaries are also engaged in operating golf clubs (Laguna Golf Phuket and Laguna Golf Bintan), sales of merchandise (Banyan Tree Gallery), spa, office and shop rental and sale of holiday club memberships.

The registered office of the Company is at 21/9, 21/31 and 21/33, Thai Wah Tower 1, 5th and 12th floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok.

**1.2 Basis for the preparation of interim financial information**

This interim financial information is prepared in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting, with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, income, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

The interim financial information is intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. This interim financial information should therefore be read in conjunction with the latest annual financial statements.

The interim financial information in Thai language are the official statutory financial information of the Company. The interim financial information in English language have been translated from the Thai language financial information.

**1.3 Basis of consolidation**

The interim consolidated financial information includes the financial statements of Laguna Resorts & Hotels Public Company Limited (“the Company”) and its subsidiary companies (“the subsidiaries”) (collectively as “the Group”) and has been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2022. However, during the period, there were changes in the shareholding structure of the Group as follows.

1) On 12 June 2023, the Board of Directors’ Meeting of TWR Holdings Limited passed a resolution approving TWR Holdings Limited's investment in the establishment of two new companies, namely Laguna Hospitality Limited and Laguna Global Intertrade Limited. The purpose of the investment is to support future business expansion. As a result of the establishment, TWR Holdings Limited holds 100 percent of the registered capital for both companies. The incorporation of both companies was registered in Thailand on 28 June 2023, with each company having a registered capital of Baht 2.0 million. The full payment for the shares has already been made.

2) The Extraordinary General Meeting of Shareholders of Bangtao (3) Limited ("the subsidiary") passed a resolution approving the dissolution of the subsidiary. The subsidiary registered its dissolution with the Ministry of Commerce on 30 August 2023.

3) The Extraordinary General Meetings of Shareholders of four subsidiaries passed resolutions to decrease their registered share capital as follows. The subsidiaries made payments for the capital reduction to the shareholders and registered the decrease of their capital during the period. On 29 August 2023, the subsidiaries registered these aforementioned changes with the Department of Business Development, Ministry of Commerce.

- Bangtao (1) Limited decreased its registered share capital from Baht 20.9 million to Baht 14.0 million.

- Bangtao (2) Limited decreased its registered share capital from Baht 19.1 million to Baht 5.0 million.

- Thai Wah Tower Company Limited decreased its registered share capital from Baht 455.0 million to Baht 327.0 million.

- Mae Chan Property Company Limited decreased its registered share capital from Baht 232.3 million to Baht 82.0 million.

## 1.4 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2022.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023, do not have any significant impact on the Group’s financial statements.

## 1.5 New financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group’s financial statements.

**2. Trade and other receivables**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 September 2023 | 31 December 2022 | 30 September 2023 | 31 December 2022 |
|  |  | (Audited) |  | (Audited) |
| Trade accounts receivable - unrelated parties |  |  |  |  |
| Trade accounts receivable - hotel operations | 250,101 | 310,699 | 10,335 | 9,280 |
| Less: Allowance for expected credit losses | (46,114) | (38,216) | (7,174) | (6,521) |
| Trade accounts receivable - hotel operations, net | 203,987 | 272,483 | 3,161 | 2,759 |
| Trade accounts receivable - sales of property |  |  |  |  |
| - installments due | 50,643 | 88,911 | - | - |
| Current portion of long-term trade |  |  |  |  |
| accounts receivable - sales of property | 249,785 | 295,607 | - | - |
| Less: Deferred interest income | (14,397) | (11,061) | - | - |
| Net (Note 5) | 235,388 | 284,546 | - | - |
| Trade accounts receivable - sales of property, net | 286,031 | 373,457 | - | - |
| Trade accounts receivable - sales of holiday club |  |  |  |  |
| memberships and sales and marketing services  for holiday club memberships | 53,767 | 44,651 | - | - |
| Less: Allowance for expected credit losses | (30,520) | (26,393) | - | - |
| Trade accounts receivable - sales of holiday club  memberships and sales and marketing services for  holiday club memberships, net | 23,247 | 18,258 | - | - |
| Total | 513,265 | 664,198 | 3,161 | 2,759 |
|  |  | | (Unit: Thousand Baht) | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 September 2023 | 31 December 2022 | 30 September 2023 | 31 December 2022 |
|  |  | (Audited) |  | (Audited) |
| Trade accounts receivable - related party |  |  |  |  |
| Trade accounts receivable - sales of property |  |  |  |  |
| - installments due (Note 3) | - | 5,300 | - | - |
| Current portion of long-term trade |  |  |  |  |
| accounts receivable - sales of property (Note 3, 5) | 7,447 | - | - | - |
| Total | 7,447 | 5,300 | - | - |
| Total tra­de accounts receivable, net | 520,712 | 669,498 | 3,161 | 2,759 |
| Other receivables |  |  |  |  |
| Amounts due from related parties (Note 3) | 137,528 | 126,788 | 88,078 | 255,722 |
| Villa owner receivables | 73,822 | 90,042 | 2,503 | 4,657 |
| Accrued rental income | 15,058 | 16,461 | 15,058 | 16,461 |
| Other receivables | 28,032 | 24,642 | 4,670 | 1,472 |
| Total other receivables | 254,440 | 257,933 | 110,309 | 278,312 |
| Less: Allowance for expected credit losses | (35,818) | (25,757) | - | - |
| Total other receivables, net | 218,622 | 232,176 | 110,309 | 278,312 |
| Total trade and other receivables, net | 739,334 | 901,674 | 113,470 | 281,071 |

The balances of trade accounts receivable - hotel operations, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 September | 31 December | 30 September | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| **Age of receivables** |  | (Audited) |  | (Audited) |
| Not yet due | 43,623 | 110,087 | 1,697 | 255 |
| Past due |  |  |  |  |
| Up to 30 days | 73,976 | 73,108 | 542 | 540 |
| 31 - 60 days | 23,222 | 27,241 | 263 | 413 |
| 61 - 90 days | 8,922 | 9,945 | 204 | 279 |
| 91 - 120 days | 4,895 | 6,286 | 120 | 185 |
| Over 120 days | 95,463 | 84,032 | 7,509 | 7,608 |
| Total | 250,101 | 310,699 | 10,335 | 9,280 |
| Less: Allowance for expected credit losses | (46,114) | (38,216) | (7,174) | (6,521) |
| Trade accounts receivable - hotel operations, net | 203,987 | 272,483 | 3,161 | 2,759 |

The balances of trade accounts receivable - sales of property, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 September | 31 December | 30 September | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| **Age of receivables** |  | (Audited) |  | (Audited) |
| Not yet due | 247,299 | 308,393 | - | - |
| Past due |  |  |  |  |
| Up to 30 days | 16,790 | 23,045 | - | - |
| 31 - 60 days | 19,135 | 14,728 | - | - |
| 61 - 90 days | 6,842 | 6,391 | - | - |
| 91 - 120 days | 7,785 | 6,109 | - | - |
| Over 120 days | 10,024 | 31,152 | - | - |
| Total | 307,875 | 389,818 | - | - |
| Less: Deferred interest income | (14,397) | (11,061) | - | - |
| Trade accounts receivable - sales of property, net | 293,478 | 378,757 | - | - |

The balances of trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 September | 31 December | 30 September | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| **Age of receivables** |  | (Audited) |  | (Audited) |
| Not yet due | 2,611 | 1,775 | - | - |
| Past due |  |  |  |  |
| Up to 30 days | 2,217 | 1,268 | - | - |
| 31 - 60 days | 42 | 531 | - | - |
| 61 - 90 days | 1,109 | 1,060 | - | - |
| 91 - 120 days | 442 | 651 | - | - |
| Over 120 days | 47,346 | 39,366 | - | - |
| Total | 53,767 | 44,651 | - | - |
| Less: Allowance for expected credit losses | (30,520) | (26,393) | - | - |
| Trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships, net | 23,247 | 18,258 | - | - |

3. Related party transactions

During the periods, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business. There were no significant changes in the transfer pricing policy of transactions with related parties during the current period.

Summaries significant business transactions with related parties as follows.

(Unit: Million Baht)

|  | For the three-month periods ended  30 September | | | | |
| --- | --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | | |
|  | financial statements | | financial statements | | |
|  | 2023 | 2022 | 2023 | | 2022 |
| Transactions with subsidiaries | | |  | |  |
| (eliminated from the consolidated financial statements) | | |  | |  |
| Guarantee fee expenses | - | - | 5 | | 5 |
| Interest income | - | - | 15 | | 12 |
| Interest expenses | - | - | 10 | | 3 |
| Management fee income | - | - | 22 | | 15 |
| Reimbursement receipts | - | - | 6 | | 1 |
| Reimbursement payments | - | - | 5 | | 4 |
| Rental and service income | - | - | - | | 1 |
| Rental and service expenses | - | - | - | | 2 |
| Resort service expenses | - | - | 1 | | 3 |
| Transactions with associates |  |  |  | |  |
| Reimbursement receipts | 1 | 2 | - | | - |
| Rental and service income | 8 | 5 | - | | - |
| Transactions with related companies | |  | |  |  |
| Inter resort payments | 2 | 1 | - | | - |
| Management fee expenses | 41 | 28 | - | | - |
| Purchase of spa and gallery vouchers (reversal) | 2 | (2) | 1 | | (1) |
| Sale of goods | - | 3 | - | | - |
| Reimbursement receipts | 2 | 16 | 1 | | 3 |
| Reimbursement payments | 23 | 3 | 1 | | - |
| Rental and service income | 1 | 3 | - | | - |
| Rental return on hotel units | - | 1 | - | | - |
| Resort service income | 1 | - | - | | - |
| Service fees | 10 | 7 | - | | - |
| Training charges | 6 | - | - | | - |
| Transaction with director |  |  |  | |  |
| Sales of property | 47 | - | - | | - |

(Unit: Million Baht)

|  | For the nine-month periods ended 30 September | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| Transactions with subsidiaries |  |  |  |  |
| (eliminated from the consolidated financial statements) |  |  |  |  |
| Guarantee fee income | - | - | 1 | 1 |
| Guarantee fee expenses | - | - | 15 | 15 |
| Interest income | - | - | 42 | 34 |
| Interest expenses | - | - | 26 | 7 |
| Management fee income | - | - | 63 | 46 |
| Reimbursement receipts | - | - | 10 | 1 |
| Reimbursement payments | - | - | 24 | 23 |
| Rental and service income | - | - | 1 | 2 |
| Rental and service expenses | - | - | 3 | 5 |
| Resort service expenses | - | - | 4 | 4 |
| Dividend income | - | - | 21 | - |
| Transactions with associates |  |  |  |  |
| Reimbursement receipts | 4 | 5 | - | - |
| Rental and service income | 17 | 13 | - | - |
| Dividend income | - | - | 19 | 19 |
| Transactions with related companies |  |  |  |  |
| Inter resort payments | 2 | 2 | - | - |
| Management fee income | 1 | 1 | 1 | 1 |
| Management fee expenses | 178 | 84 | - | - |
| Purchase of spa and gallery vouchers | 4 | 2 | 1 | - |
| Sale of goods | 9 | 9 | - | - |
| Reimbursement receipts | 37 | 39 | 9 | 12 |
| Reimbursement payments | 61 | 46 | 4 | 8 |
| Rental and service income | 1 | 9 | - | - |
| Rental return on hotel units | - | 3 | - | - |
| Resort service income | 1 | - | - | - |
| Service fees | 19 | 19 | - | - |
| Training charges | 6 | 5 | - | - |
| Bad debt expenses | 12 | - | - | - |
| Transaction with director |  |  |  |  |
| Sales of property | 47 | - | - | - |

The Company has contingent liabilities in respect of letters of guarantee issued to banks to guarantee facilities of its subsidiaries as follows:

(Unit: Million Baht)

|  |  |  |
| --- | --- | --- |
|  | 30 September 2023 | 31 December 2022 |
|  |  | (Audited) |
| Long-term loan facilities | 750 | 300 |
| Overdrafts and bank guarantee facilities | 105 | 105 |

Subsidiaries have contingent liabilities in respect of letters of guarantee issued to banks to guarantee facilities of the Group as follows:

(Unit: Million Baht)

|  |  |  |
| --- | --- | --- |
|  | 30 September 2023 | 31 December 2022 |
|  |  | (Audited) |
| Short-term loan facilities | 150 | 150 |

As at 30 September 2023 and 31 December 2022, the balances of the accounts between the Group and those related companies are as follows:

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 September | 31 December | 30 September | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
|  |  | (Audited) |  | (Audited) |
| **Amounts due from related parties** |  |  |  |  |
| Subsidiaries | - | - | 53,647 | 236,285 |
| Associated companies | 1,819 | 4,608 | - | - |
| Related companies (related by |  |  |  |  |
| common shareholders) | 135,709 | 122,180 | 34,431 | 19,437 |
| Total amounts due from related |  |  |  |  |
| parties (Note 2) | 137,528 | 126,788 | 88,078 | 255,722 |
| **Trade accounts receivable - Director** |  |  |  |  |
| Trade accounts receivable - sales of property - installments due (Note 2) | - | 5,300 | - | - |
| Current portion of long-term trade accounts receivable (Note 2, 5) | 7,447 | - | - | - |
| Long-term trade accounts receivable (Note 5) | 16,053 | - | - | - |
| Total trade accountsreceivable - director | 23,500 | 5,300 | - | - |
| **Amounts due to related parties** |  |  |  |  |
| Subsidiaries | - | - | 40,083 | 48,409 |
| Related companies (related by |  |  |  |  |
| common shareholders) | 97,037 | 164,014 | 5,216 | 7,761 |
| Total amounts due to related parties | 97,037 | 164,014 | 45,299 | 56,170 |

Long-term loans to subsidiaries and long-term loans from subsidiaries and related company

As at 30 September 2023 and 31 December 2022, the balance of loans between the Company and those related companies and the movement are as follows:

Long-term loans to subsidiaries

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 31 December 2022 | Addition | Repayment | 30 September 2023 |
|  | (Audited) |  |  |  |
| Laguna Banyan Tree Limited | 989,000 | 191,000 | (194,000) | 986,000 |
| Laguna Holiday Club Limited | 170,500 | 120,500 | (80,000) | 211,000 |
| Laguna Lakes Limited | 285,000 | 21,000 | (8,000) | 298,000 |
| Banyan Tree Gallery (Thailand) Limited | 23,050 | 3,500 | - | 26,550 |
| Laguna (3) Limited | - | 5,000 | - | 5,000 |
| Total | 1,467,550 | 341,000 | (282,000) | 1,526,550 |

Long-term loans from subsidiaries

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 31 December 2022 | Addition | Repayment | 30 September 2023 |
|  | (Audited) |  |  |  |
| Laguna (3) Limited | 14,500 | - | (14,500) | - |
| TWR - Holdings Limited | 255,000 | 590,000 | (160,000) | 685,000 |
| Laguna Grande Limited | 209,000 | 607,000 | (776,000) | 40,000 |
| Total | 478,500 | 1,197,000 | (950,500) | 725,000 |

**Long-term loan from related company**

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | |
|  | 31 December 2022 | Addition | Repayment | 30 September 2023 |
|  | (Audited) |  |  |  |
| Banyan Tree Hotels & Resorts (Thailand) Limited | 6,000 | - | (6,000) | - |
| Total | 6,000 | - | (6,000) | - |

**Directors and management’s benefits**

During the three-month and nine-month periods ended 30 September 2023 and 2022, the Group had employee benefit expenses of their directors and management as below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | For the three-month periods ended 30 September | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| Short-term employee benefits | 33,877 | 24,796 | 14,667 | 13,443 |
| Post-employment benefits | 1,045 | 822 | 399 | 363 |
| Other long-term employee benefits | 6 | 7 | 1 | 2 |
| Total | 34,928 | 25,625 | 15,067 | 13,808 |

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | For the nine-month periods ended 30 September | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| Short-term employee benefits | 98,717 | 66,299 | 46,705 | 33,884 |
| Post-employment benefits | 3,002 | 2,288 | 1,207 | 932 |
| Other long-term employee benefits | 20 | 21 | 3 | 7 |
| Total | 101,739 | 68,608 | 47,915 | 34,823 |

4. Property development cost

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 September | 31 December | 30 September | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| Land | 1,325,635 | (Audited)  1,330,804 | 111,429 | (Audited)  111,429 |
| Land and property under construction | 1,801,226 | 1,611,642 | - | - |
| Land and completed buildings | 655,056 | 740,776 | - | - |
| Total | 3,781,917 | 3,683,222 | 111,429 | 111,429 |
| Less: Allowance for diminution in value | (25,225) | (25,225) | - | - |
| Property development cost, net | 3,756,692 | 3,657,997 | 111,429 | 111,429 |

Subsidiaries have mortgaged property development cost amounting to Baht 958 million (31 December 2022: Baht 1,022 million) as collateral against its credit facilities received from financial institutions.

5. Long-term trade accounts receivable

Long-term trade accounts receivable consists of installments receivable from property sales, which bear interest at rates of 0.0% - 7.0% per annum and installments are repaid over a period of 3 to 5 years

Long-term trade accounts receivable are due as follows:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated financial statements | |
|  | 30 September 2023 | 31 December 2022 |
|  |  | (Audited) |
| Current portion of long-term trade accounts receivable | 242,835 | 284,546 |
| Long-term trade accounts receivable | 396,276 | 420,722 |
| Total | 639,111 | 705,268 |
|  |  |  |
| Sales of property |  |  |
| Long-term trade accounts receivable - unrelated parties |  |  |
| Within 1 year | 249,785 | 295,607 |
| Less: Deferred interest income | (14,397) | (11,061) |
| Current portion of long-term trade |  |  |
| accounts receivable, net (Note 2) | 235,388 | 284,546 |
| Over 1 year to 5 years | 397,614 | 435,941 |
| Less: Deferred interest income | (17,391) | (15,219) |
| Long-term trade accounts receivable, net | 380,223 | 420,722 |
| Total - unrelated parties | 615,611 | 705,268 |
| Long-term trade accounts receivable - related party |  |  |
| Current portion of long-term trade accounts receivable (Note 2, 3) | 7,447 | - |
| Over 1 year to 5 years (Note 3) | 16,053 | - |
| Total - related party | 23,500 | - |
| Total | 639,111 | 705,268 |
|  |  |  |

6. Investments in associates

6.1 Details of associates

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Consolidated financial statements | | | | | |
| Company’s name | Nature of business | Country of incorporation | Shareholding percentage | | Cost | | Carrying amounts based on equity method | |
|  |  |  | 30 September | 31 December | 30 September | 31 December | 30 September | 31 December |
|  |  |  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
|  |  |  |  | (Audited) |  | (Audited) |  | (Audited) |
|  |  |  | (%) | (%) |  |  |  |  |
| Tropical Resorts Ltd. | Holding company | Hong Kong | 25.87 | 25.87 | 17,673 | 17,673 | - | - |
| Less: Allowance for impairment of investment | |  |  |  | (17,673) | (17,673) | - | - |  |
|  |  |  |  |  | - | - | - | - |
| Thai Wah Public Company Limited | Manufacture and distribution of vermicelli, tapioca starch and other | Thailand | 10.03 | 10.03 | 777,454 | 777,454 | 762,947 | 773,807 |
|  | food products |  |  |  |  |  |  |  |
| Banyan Tree China Pte. Ltd. | Holding company | Singapore | 10.69 | 10.69 | 173,495 | 173,495 | 207,117 | 217,334 |
| Total investments in associates, net | | |  |  | 950,949 | 950,949 | 970,064 | 991,141 |  | 991,141 |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Separate financial statements | | | |
| Company’s name | Nature of business | Country of incorporation | Shareholding percentage | | Cost | |
|  |  |  | 30 September | 31 December | 30 September | 31 December |
|  |  |  | 2023 | 2022 | 2023 | 2022 |
|  |  |  |  | (Audited) |  | (Audited) |
|  |  |  | (%) | (%) |  |  |
| Thai Wah Public Company Limited | Manufacture and distribution of vermicelli, tapioca starch and other food products | Thailand | 10.03 | 10.03 | 777,454 | 777,454 |
| Total |  |  |  |  | 777,454 | 777,454 |

As at 30 September 2023 and 31 December 2022, the Company has pledged the 10 million ordinary shares of Thai Wah Public Company Limited with a bank to secure a long-term loan of the Company.

6.2   Share of comprehensive income (loss) and dividend received

        During the three-month and nine-month periods ended 30 September 2023 and 2022, the Group has recognised their share of comprehensive income (loss) from investments in associates in the consolidated financial statements and dividend income in the separate financial statements as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | | (Unit: Thousand Baht) | | | |
|  | For the three-month periods ended 30 September | | | | | | |
|  | Consolidated financial statements | | | | | Separate financial statements | |
| Company’s name | Share of profit (loss) from investments in associates | | Share of other comprehensive income (loss) from investments in associates | | | Dividend received | |
|  | 2023 | 2022 | 2023 | | 2022 | 2023 | 2022 |
| Banyan Tree China Pte. Ltd. | (5) | (14) | (10,209) | | (735) | - | - |
| Thai Wah Public Company Limited | (724) | 4,036 | 272 | | 1,862 | - | - |
| Total | (729) | 4,022 | (9,937) | | 1,127 | - | - |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | | (Unit: Thousand Baht) | | | |
|  | For the nine-month periods ended 30 September | | | | | | |
|  | Consolidated financial statements | | | | | Separate financial statements | |
| Company’s name | Share of profit (loss) from investments in associates | | Share of other comprehensive income (loss) from investments in associates | | | Dividend received | |
|  | 2023 | 2022 | 2023 | | 2022 | 2023 | 2022 |
| Banyan Tree China Pte. Ltd. | (8) | (231) | (10,209) | | (735) | - | - |
| Thai Wah Public Company Limited | 4,093 | 25,318 | 4,112 | | 3,077 | 19,065 | 19,074 |
| Total | 4,085 | 25,087 | (6,097) | | 2,342 | 19,065 | 19,074 |

6.3 Fair value of investments in a listed associate

In respect of investment in an associated company that is a listed company on the Stock Exchange of Thailand, its fair value is as follows:

|  |  |  |
| --- | --- | --- |
|  | (Unit: Million Baht) | |
| Associate | Fair values as at | |
|  | 30 September 2023 | 31 December 2022 |
|  |  | (Audited) |
| Thai Wah Public Company Limited | 366 | 459 |

7. Investment properties

As at 30 September 2023 and 31 December 2022, the subsidiaries have pledged investment properties amounting to approximately Baht 821 million as collateral against credit facilities received from financial institutions.

8. Property, plant and equipment

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| **At cost / revaluation value** |  |  |
| Balance as at 31 December 2022 | 18,355,777 | 124,807 |
| Additions | 266,100 | 7,375 |
| Disposals and write off | (53,865) | (228) |
| Transfer to investment properties | (20,000) | - |
| Adjustments | 687 | (7,268) |
| Balance as at 30 September 2023 | 18,548,699 | 124,686 |
| **Accumulated depreciation** |  |  |
| Balance as at 31 December 2022 | (5,946,193) | (88,663) |
| Depreciation charged for the period | (278,292) | (2,386) |
| Disposals and write off | 33,207 | 228 |
| Adjustments | (315) | 1 |
| Balance as at 30 September 2023 | (6,191,593) | (90,820) |
| **Allowance for impairment loss** |  |  |
| Balance as at 31 December 2022 | (159,078) | (2,920) |
| Translation adjustment | (827) | - |
| Balance as at 30 September 2023 | (159,905) | (2,920) |
| **Net book value** |  |  |
| Balance as at 31 December 2022 | 12,250,506 | 33,224 |
| Balance as at 30 September 2023 | 12,197,201 | 30,946 |

The subsidiaries have mortgaged land and buildings at fair value of Baht 8,509 million (31 December 2022: Baht 8,634 million) as collateral against credit facilities received from financial institutions.

9. Short-term loans from financial institutions

Short-term loans from financial institutions represent promissory notes with maturity dates within 1 to 3 months. Short-term loans from financial institutions carry interest rate of MMR.

These short-term loans from financial institutions are secured by the mortgage of plots of land and buildings of its subsidiaries, as described in Note 8 and by the guarantee provided by subsidiaries.

**10. Long-term loans from financial institutions**

Movements in the long-term loans account during the nine-month period ended 30 September 2023 are summarised below:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| Principal as at 31 December 2022 | 4,829,356 | 1,379,750 |
| Add: Draw down | 62,455 | - |
| Less: Repayments | (297,821) | (1,500) |
| Principal as at 30 September2023 | 4,593,990 | 1,378,250 |
| Less: Deferred financial fees | (9,339) | (4,081) |
| Balance as at 30 September2023 | 4,584,651 | 1,374,169 |

The loans are secured by mortgage of plots of land and buildings of its subsidiaries, as described in Notes 4, 7 and 8. Certain loans are guaranteed by the Company and the pledge of the 10 million ordinary shares of Thai Wah Public Company Limited, as described in Note 6.1.

The loan agreements contain several covenants which, among other things, require the Group to maintain debt to equity ratios and debt service coverage ratios at the rate prescribed in the agreements.

As of 30 September 2023, the subsidiaries have long-term credit facilities that have not yet been drawn down, totaling Baht 254 million (31 December 2022: Baht 323 million).

On 6 October 2023, the financial institution amended a long-term loan agreement, extending the first drawdown date of a credit facility of Baht 450 million from 29 September 2023 to 29 March 2024. As a result, the Group currently has credit facilities totaling Baht 704 million that have yet to be drawn down.

**11. Income tax**

Interim corporate income tax was calculated on profit (loss) before income tax for the period, using the estimated effective tax rate for the year.

Income tax expenses for the three-month and nine-month periods ended 30 September2023 and 2022 are made up as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | For the three-month periods ended 30 September | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | 35,773 | 6,504 | - | - |
| **Deferred tax:** |  |  |  |  |
| Relating to origination and reversal of temporary differences | 968 | 10,188 | (717) | (985) |
| **Income tax (revenue) expenses reported in the income statement** | 36,741 | 16,692 | (717) | (985) |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | For the nine-month periods ended 30 September | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | 45,225 | 13,612 | - | - |
| Adjustment in respect of income tax of previous year | 845 | (115) | - | - |
| Write off prepaid withholding tax | - | 275 | - | - |
| **Deferred tax:** |  |  |  |  |
| Relating to origination and reversal of temporary differences | (70,660) | 65,751 | (3,287) | (2,747) |
| **Income tax (revenue) expenses reported in the income statement** | (24,590) | 79,523 | (3,287) | (2,747) |

**12. Commitments**

Capital commitment

As at 30 September 2023, the Group has capital commitments as follows:

a) The subsidiaries have commitments in respect of constructing new and renovating existing hotel properties amounting to Baht 79 million.

b) The subsidiaries have commitments that relate to projects to develop properties for sale amounting to Baht 1,944 million.

c) A subsidiary entered into sales and purchase agreements for land with unrelated persons. The remaining Baht 219 million shall be paid in within 12 April 2024.

Operating agreements

As at 30 September 2023, the Group has operating agreements as follows:

1. The subsidiaries have entered into operating agreements with certain companies whereby these companies are to operate the subsidiaries’ hotel business. In consideration of such services, the subsidiaries are committed to pay remuneration at the rates, terms and basis specified in the agreements. There were no significant changes in terms and basis specified in the agreements during the current period.

b) The Group has entered into several service and lease agreements in respect of machinery, motor vehicles and equipment. The terms of the agreements are generally between 1 to 5 years.

As at 30 September 2023, the Group has future minimum payments under service agreement, short-term leases and lease of low-value assets amounting to Baht 38 million (the Company only: Baht 2 million).

c) As at 30 September 2023, the Group has future lease payments required under these non-cancellable leases contracts related to villa/unit rental scheme agreements which have not yet commenced as follows:

(Unit: Million Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
| Payable within: |  |  |  |  |
| Over 1 and up to 5 years | 1 | | - | |

Servitude over land

As at 30 September 2023, some subsidiaries have land servitude of approximately 11 rai in Phuket province, which are presented under property development cost and property, plant and equipment.

13. Guarantees

As at 30 September 2023, there were bank guarantees amounting to Baht 50 million issued to various parties on behalf of the Group, mainly provided for the usage of electricity, other utilities and telecommunication channels (the Company only: Baht 0.4 million).

**14. Segment information**

The Group is organised into business units based on its products and services. During the period, the Group has not changed the organisation of their reportable segments.

The following tables present revenue and profit (loss) information regarding the Group segments for the three-month and nine-month periods ended 30 September 2023 and 2022 as follows:

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the three-month period ended 30 September 2023 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenue:  Segment revenues |  |  |  |  |  |
| Total revenues | 793 | 638 | 10 | - | 1,441 |
| Intersegment revenues | (69) | (11) | (1) | - | (81) |
| Revenue from external customers | 724 | 627 | 9 | - | 1,360 |
| Results: |  |  |  |  |  |
| Segment results | (49) | 187 | 1 | (47) | 92 |
| Unallocated income |  |  |  |  | 8 |
| Profit from operations and other income |  |  |  |  | 100 |
| Finance income | - | 12 | - | - | 12 |
| Finance cost | (33) | (4) | - | (18) | (55) |
| Share of loss from investments in associates |  |  |  |  | (1) |
| Profit before income tax expenses |  |  |  |  | 56 |
| Income tax revenue (expenses) | (10) | (37) | - | 11 | (36) |
| Profit for the period |  |  |  |  | 20 |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the three-month period ended 30 September 2022 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenues:  Segment revenues |  |  |  |  |  |
| Total revenues | 575 | 683 | 10 | - | 1,268 |
| Intersegment revenues | (42) | (2) | (2) | - | (46) |
| Revenue from external customers | 533 | 681 | 8 | - | 1,222 |
| Results: |  |  |  |  |  |
| Segment results | (140) | 169 | 3 | (46) | (14) |
| Unallocated income |  |  |  |  | 5 |
| Loss from operations and other income |  |  |  |  | (9) |
| Finance income | - | 11 | - | - | 11 |
| Finance cost | (26) | (8) | - | (16) | (50) |
| Share of profit from investments in associates |  |  |  |  | 4 |
| Loss before income tax expenses |  |  |  |  | (44) |
| Income tax revenue (expenses) | 10 | (38) | (1) | 12 | (17) |
| Loss for the period |  |  |  |  | (61) |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the nine-month period ended 30 September 2023 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenue:  Segment revenues |  |  |  |  |  |
| Total revenues | 2,807 | 1,175 | 30 | - | 4,012 |
| Intersegment revenues | (187) | (15) | (4) | - | (206) |
| Revenue from external customers | 2,620 | 1,160 | 26 | - | 3,806 |
| Results: |  |  |  |  |  |
| Segment results | 99 | 221 | (3) | (146) | 171 |
| Unallocated income |  |  |  |  | 11 |
| Profit from operations and other income |  |  |  |  | 182 |
| Finance income | 1 | 33 | - | - | 34 |
| Finance cost | (93) | (9) | - | (54) | (156) |
| Share of profit from investments in associates |  |  |  |  | 4 |
| Profit before income tax expenses |  |  |  |  | 64 |
| Income tax revenue (expenses) | 16 | (23) | 1 | 31 | 25 |
| Profit for the period |  |  |  |  | 89 |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the nine-month period ended 30 September 2022 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenues:  Segment revenues |  |  |  |  |  |
| Total revenues | 1,616 | 1,592 | 33 | - | 3,241 |
| Intersegment revenues | (119) | (5) | (6) | - | (130) |
| Revenue from external customers | 1,497 | 1,587 | 27 | - | 3,111 |
| Results: |  |  |  |  |  |
| Segment results | (297) | 406 | 3 | (121) | (9) |
| Unallocated income |  |  |  |  | 13 |
| Profit from operations and other income |  |  |  |  | 4 |
| Finance income | - | 32 | - | - | 32 |
| Finance cost | (78) | (21) | - | (47) | (146) |
| Share of profit from investments in associates |  |  |  |  | 25 |
| Loss before income tax expenses |  |  |  |  | (85) |
| Income tax revenue (expenses) | (6) | (100) | (1) | 27 | (80) |
| Loss for the period |  |  |  |  | (165) |

**15. Litigations**

A subsidiary was sued by a buyer of property sales project and claimed for refund of his payment in the amount of Baht 20.9 million plus interest 7.5% calculated from Baht 17.2 million from the plaint date because of the delay of the completion of the construction.

On 16 March 2022, the Phuket Provincial Court dismissed the case.

In July 2022, the plaintiff appealed the Phuket Provincial Court’s judgement to the Appeal Court.

On 17 October 2022, the subsidiary submitted the counter appeal statement to the Appeal Court.

On 17 March 2023, the Appeal Court reversed the Phuket Provincial Court’s judgement and ordered the subsidiary to return of Baht 17.2 million plus interest at 7.5% from the date of the plaint to 10 April 2021 and interest at 5% from 11 April 2021 until the payment has been paid in full.

On 20 April 2023, the subsidiary submitted the appeal statement to the Supreme Court.

As at 30 September 2023, the subsidiary set up provision of Baht 6.7 million for such interest. The principal amount of Baht 17.2 million was previously recorded in advance received from customers account, however; it was reclassified to other payable during the period.

**16. Approval of interim financial information**

This interim financial information was authorised for issue by the Company’s Board of Directors on 14 November 2023.